

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1373863

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Section 4(6) ULOE	Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
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Enter the information requested about the issuer	Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Enter the information requested about the issuer Check if this is an amendment and name has changed, and indicate change.		
lame of Issuer		07078103
WM Equity Income Partnership, L.P. Iddress of Executive Offices (No. and Street, City, State, Zip Code) Telephone Number (Including Area Code) (214) 252-3250 (214) 252-32	<u> </u>	
Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX CN for Canada; FN for other foreign jurisdiction of Incorporation and Sirget, Canada; FN for other foreign jurisdiction of States and Endange Commission, 439 Fifth Sures, NW., Washington, D.C. 20549. **REFAL INSTRUCTION** **ENERAL INSTRUCTION** **ENERAL INSTRUCTION** **ENERAL INSTRUCTION** **ENERAL INSTRUCTION** **ENERAL INSTRUCTION** **ENERAL INSTRUCTION** **Energy of the All issuen making an offering of securious in relasors on an exemption under Regulation D or Section 4(6), 17 CFR 220-501 et seq. or 15 U.S. C. 774(6). **ENERAL INSTRUCTION** **Energy of the All issuen making an offering of securious in relasors on an exemption under Regulation D or Section 4(6), 17 CFR 220-501 et seq. or 15 U.S. C. 774(6). **ENERAL INSTRUCTION** **ENERAL INSTRU	· · · · · · · · · · · · · · · · · · ·	
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Limited partnership, already formed business trust limited partnership, to be formed Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: (CN for Canada; FN for other foreign jurisdiction) ENERAL INSTRUCTIONS Character in the first all issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 200.501 et seq. or 15 U.S. C. 774(6). ENERAL INSTRUCTIONS Character in the offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 200.501 et seq. or 15 U.S. C. 774(6). ENERAL INSTRUCTIONS Character in the offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 200.501 et seq. or 15 U.S. C. 774(6). ENERAL INSTRUCTIONS Character in the offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 200.501 et seq. or 15 U.S. C. 774(6). FINANCIAL FINANCIAL Character in the offering of securities and Exchange Commission (SEC) on the earlier of the date in the offering. A notice in demend filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date in the offering of the securities in the offering of the securities and Exchange Commission (SEC) on the earlier of the date in the offering of the securities and Exchange Commission (SEC) on the earlier of the date in the offering of the securities and Exchange Commission (SEC) on the earlier of the date in the offering Exception of the Securities and Exchange Commission (SEC) on the earlier of the date in the offering Exception of the Securities and Exchange Commission (SEC) on the earlier of the date in the offering Exception of the Securities and Exchange Commission (SEC) on the earlier of the date in the offering Exception of the securities and Exchange Commission of the Securities and Exch	Investment Partnership	
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Actual or Estimated Date of Incorporation or Organization: O 8	business trust limited partnership, to be formed	
PINANCIAL The North Tile: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). Then To File: A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date is covered by the SEC at the address given below or, if received at that address after the date on which it is due on the date it was mailed by United States registered or certified mail to that address. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. The To File: U.S. Securities and Exchange Commission (SEC) on the earlier of the date is comparable. The transfer of the street is photocopies of this notice mail to that address. The Top Comparable of this notice must be filed with the SEC, one of which the securities of the manually signed copy or bear typed or print granter. The Top Comparable of the Information for the Exchange Commission (SEC) on the earlier of the date is comparable on the information previously supplied in Parts A and B. Part E and the Appendix need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any mate analysis from the information previously supplied in Parts A and B. Part E and the Appendix need only report the name of the issuer and offering, any changes thereto	·	× E SEP 2.1 2007
The Must File. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,301 et seq. or 15 U.S.C. 77d(6). Then To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date in cereived by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. There To File: U.S. Securities and Exchange Commission (SEC) on the annually signed to that address after the date on the intermediate of the	GENERAL INSTRUCTIONS	THOMSON
here To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. opies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or prin greatures. figuration Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any mate langes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. liting Fee: There is no federal filing fee. late: his notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on UD ust file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the pronount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.	Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq.	FIVANCIAL or 15 U.S.C. 77d(6).
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illing Fee: There is no federal filing fee. tate: his notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on UL ust file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the pronount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.	Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed signatures.	d must be photocopies of the manually signed copy or bear typed or printe
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the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice. **Description of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice cons	of a fee as a precondition to the claim for the exemption, a fee in the prope
the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice. **Description of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	Failure to file notice in the appropriate states will not result in a loss of the feder	ral exemption. Conversely, failure to file
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FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix	S	Serial					
D	ATE RECE	IVED					
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UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Private Placement of Limited Partnership Interests of TWM Equity Income Partnership, L.P.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE	
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) TWM Equity Income Partnership, L.P.	
	Number (Including Area Code)
5500 Preston Road, Suite 250, Dallas, Texas 75205	(214) 252-3250
Address of Principal Business Operations (No. and Street, City, State, Zip Code) Telephone Number (Including A (if different from Executive Offices)	
Brief Description of Business	
Investment Partnership	
Type of Business Organization	
corporation	other (please specify):
business trust limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: Month Year 0 8 0 5	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX	
CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Excha received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or cert	ange Commission (SEC) on the earlier of the date it is ified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.	
Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopie signatures.	s of the manually signed copy or bear typed or printed
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.	the information requested in Part C, and any material
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and to must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondict amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this naTENTION	tion to the claim for the exemption, a fee in the proper
Failure to file notice in the appropriate states will not result in a loss of the federal exemption the appropriate federal notice will not result in a loss of an available state exemption predicated on the filing of a federal notice.	n. Conversely, failure to file unless such exemption is
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OM	IB control number. SEC 1972 (2-97)

			A. BASIC IDENTIF	ICATION DATA		
2. Ente	er the information r	equested for the fo	ollowing:		. <u>-</u>	
X Eacl	h beneficial owner er;	having the power	has been organized within the p to vote or dispose, or direct the rporate issuers and of corporate	vote or disposition of, 10% o		• •
	h general and mana					
	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
	ne (Last name first, Management, In		er			
	or Residence Addi eston Road, Suite		Street, City, State, Zip Code) 575205		•	
	ox(es) that Apply:		Beneficial Owner	ĭ Executive Officer	☐ Director	☐ General and/or Managing Partner
Tolleson	ne (Last name first, , John C., Preside	nt and Secretary				
	or Residence Addreston Road, Suite 2		Street, City, State, Zip Code) 75205		•	
Check Bo	ox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	ĭ Executive Officer	☐ Director	☐ General and/or Managing Partner
	ne (Last name first, Eric W., Vice Pre		ant Secretary			
Business		ess (Number and S	Street, City, State, Zip Code)		-	
Check Bo	ox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	General and/or Managing Partner
	e (Last name first,					
	amuel C., Control					
	or Residence Addr ston Road, Suite 2		Street, City, State, Zip Code) 75205	_		_
Check Bo	ox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Nam	e (Last name first,	if individual)				
Business	or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			
Check Bo	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Nam	e (Last name first,	if individual)				S. S. L. L. L.
Business	or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			
Check Bo	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Nam	e (Last name first,	if individual)				
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2. W	hat is the	e minim	um inve	stment t	hat will	be accep	oted from	n any in	dividual	?			\$ <u>100</u>	0,000.00
3. De	Does the offering permit joint ownership of a single unit:											Yes ⊠	No □	
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Name o	of Associ	iated Bro	oker or I	Dealer								.		
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Name o	f Associ	ated Bro	oker or I	Dealer										
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

	Type of Security		Aggre	gate	A	mount Already
			Offering			Sold
	Debt	\$_	0		\$	0
	Equity	\$_	0		\$_	0
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$_	0		s	0
	Partnership Interests	\$_	13,570.	000.00	\$	13,570,000.00
	Other (Specify)		0		\$	0
	Total	\$_	13,570,	000.00	\$_	13,570,000.00
	Answer also in Appendix, Column 3, if filing under ULOE					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."					·
			Numb Invest		_	Aggregate ollar Amount of Purchases
	Accredited Investors		25		\$	13,570,000.00
	Non-accredited Investors		0		\$	0
					Ψ	
	Total (for filings under Rule 504 only)		N/A		\$_	N/A
ı	Answer also in Appendix, Column 4, if filing under ULOE				\$	N/A
3 .	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				\$ \$	N/A
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in				\$	N/A Pollar Amount Sold
i.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		N/A		\$	ollar Amount
•	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering		N/A Type Secur		\$ D	ollar Amount Sold
i .	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505		N/A Type Secur N/A		\$ D	ollar Amount Sold N/A
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505		N/A Type Secur N/A N/A		\$ D	ollar Amount Sold N/A N/A
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A n/A	ity	\$	ollar Amount Sold N/A N/A N/A N/A
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may	ity	\$	ollar Amount Sold N/A N/A N/A N/A
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may		\$	ollar Amount Sold N/A N/A N/A N/A
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may	ity	\$	ollar Amount Sold N/A N/A N/A N/A O 0
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may		\$	ollar Amount Sold N/A N/A N/A N/A 0 0 10,000
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may		\$	ollar Amount Sold N/A N/A N/A N/A 0 0 10,000 0 0
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	ation an	N/A Type Secur N/A N/A N/A N/A in may		\$	ollar Amount Sold N/A N/A N/A N/A 0 0 10,000

	C. OFFERING PRICE, NU	MBER OF INVES	STORS, E	XPENSES	AND USE	OF P	ROCEED	Ŝ
	b. Enter the difference between the aggregate and total expenses furnished in response to Paproceeds to the issuer."	art C-Question 4.a. Th	is differenc	e is the "adju	isted gross			\$ <u>13,560,000.00</u>
5.	Indicate below the amount of the adjusted groeach of the purposes shown. If the amount for check the box to the left of the estimate. The proceeds to the issuer set forth in response to	or any purpose is not knot total of the payments	nown, furni listed must	sh an estima	e and			
						Ó Dire	ments to fficers, ectors, & ffiliates	Payments To Others
	Salaries and fees			,		S		\$
	Purchase of real estate					\$		\$
	Purchase, rental or leasing and installat	ion of machinery and	equipment.			\$		\$
	Construction or leasing of plant buildin	gs and facilities				\$		s
	Acquisition of other businesses (including be used in exchange for the assets	ing the value of securions or securities of another	ties involve r issuer pur	d in this offe suant to a me	ring that erger) 🗆	\$		\$
	Repayment of indebtedness		***************************************	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		S		\$
	Working capital					\$		\$
	Other (specify) (investments)					s		\$_13,560,000.00
	Column Totals		***************************************			\$		\$_13,560,000.00
	Total Payments Listed (column totals a	dded)	***************************************	***************************************	•••••••••••••••••••••••••••••••••••••••		\$ <u>13,</u>	560,000.00
		D. FEDERAI	SIGNA	TURE	<u> </u>	-		
gna	ssuer has duly caused this notice to be signed but constitutes an undertaking by the issuer to nation furnished by the issuer to any non-accre	furnish to the U.S. Se	curities and	Exchange C	ommission, (filed un upon wr	der Rule 50 itten reques	5, the following at of its staff, the
Issu	er (Print or Type)	Signature	1	0	Date			
TW	M Equity Income Partnership, L.P.	Times		Men)	Septembe	r <u> 3</u> 2	2007	
Nar	ne of Signer (Print or Type)	Title of Signer (Print o	or Type)					
San	uel C. Perry	Controller and Assista	nt Secretary	of TTG GP	Managemen	t, Inc., Q	General Part	iner
		ΔΤΎΓ	NTION					
	Intentional misstatements or omis			ral crimina	l violations	. (See	18 U.S.C.	1001).

		E. STATE SIGNATURE	
ι.		resently subject to any of the disqualification provisions of such Yes No	
	See Appendi	ix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes t (17 CFR 239.500) at such times as required	to furnish to any state administrator of any state in which this notice is filed, a notice on Form D I by state law.	
3.	The undersigned issuer hereby undertakes t offerees.	to furnish to the state administrators, upon written request, information furnished by the issuer to	
4.		ssuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited which this notice is filed and understands that the issuer claiming the availability of this at these conditions have been satisfied.	
	e issuer has read this notification and knows the dersigned duly authorized person.	the contents to be true and has duly caused this notice to be signed on its behalf by the	
Iss	uer (Print or Type)	Signature Date	
T۷	/M Equity Income Partnership, L.P.	September <u>12</u> 2007	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	
Sai	nuel C. Perry	Controller and Assistant Secretary of TTG GP Management, Inc., General Partner	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

Intend to sell to non-accredited investors in State (Part B- Item 1) State Yes No Limited Partnership Interests AL AK AZ AR CA No Limited Partnership Interests \$150,000 CO CT DE	e e	of investor and amou (Part C-Ite Amount	nut purchased in Sta em 2) Number of Non- Accredited Investors		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State Yes No Partnership Interests AL AK AZ AR CA No Limited Partnership Interests \$150,000 CO CT	Accredited	Amount	Accredited		
AK AZ AR CA No Limited Partnership Interests \$150,000 CO CT					
AZ AR CA No Limited Partnership Interests \$150,000 CO CT					
AR CA No Limited Partnership Interests \$150,000 CO CT			I .		
CA Limited Partnership Interests \$150,000 CO CT		· · · · · · · · · · · · · · · · · · ·			
No Partnership Interests \$150,000					
СТ	1	\$150,000	0	\$0	No
DE					
DC .					
FL					
GA					
н					
ID					
IL I					
IN					
1A				,	
KS			-		
ку					
LA					
ME					
MD					
MA					
MI	<u> </u>				
MN	1	-			

APPENDIX

1		2	3		4			5		
	non-action investor (Par	to sell to credited s in State rt B- m 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Туре	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount			
MS										
МО					••••					
МТ						<u> </u>				
NE										
NV										
NH										
NJ		L								
NM								<u> </u>		
NY					· · · · · ·					
NC										
ND										
ОН	-									
ок										
OR										
PA										
RI										
SC							-			
SD										
TN										
тх		No	Limited Partnership Interests \$12,600,000	22	\$12,600,000	0	\$0	No		
UT										
VT		No	Limited Partnership Interests \$120,000	1	\$120,000	0	\$0	No		
VA										

APPENDIX

1		2	3		4			5		
	non-ac investor (Pa	to sell to credited rs in State rt B- m 1)	Type of security and aggregate offering price offered in state (Part C- Item 1)	Туре	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount			
WA										
wv										
WI										
WY										
PR										

